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Attorneys for Debtor  
and Debtor-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF HAWAII

In re

POMARE, LTD.  
dba Hilo Hattie ,

Debtor and  
Debtor-in-possession

Case No. 08-01448  
(Chapter 11)

DEBTOR'S SCHEDULES AND STATEMENT OF AFFAIRS

# UNITED STATES BANKRUPTCY COURT DISTRICT OF HAWAII

In re *Pomare, Ltd., a Hawaii corporation*  
*dba Hilo Hattie*

Case No. *08-01448*  
Chapter *11*

\_\_\_\_\_/ Debtor

## SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	Attached (Yes/No)	No. of Sheets	ASSETS	LIABILITIES	OTHER
A-Real Property	<i>Yes</i>	<i>1</i>	\$ <i>0.00</i>		
B-Personal Property	<i>Yes</i>	<i>3</i>	\$ <i>15,825,657.17</i>		
C-Property Claimed as Exempt	<i>No</i>	<i>0</i>			
D-Creditors Holding Secured Claims	<i>Yes</i>	<i>2</i>		\$ <i>3,955,874.00</i>	
E-Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<i>Yes</i>	<i>47</i>		\$ <i>1,019,139.02</i>	
F-Creditors Holding Unsecured Nonpriority Claims	<i>Yes</i>	<i>138</i>		\$ <i>8,792,034.53</i>	
G-Executory Contracts and Unexpired Leases	<i>Yes</i>	<i>6</i>			
H-Codebtors	<i>Yes</i>	<i>1</i>			
I-Current Income of Individual Debtor(s)	<i>No</i>	<i>0</i>			\$ <i>0.00</i>
J-Current Expenditures of Individual Debtor(s)	<i>No</i>	<i>0</i>			\$ <i>0.00</i>
TOTAL		<i>198</i>	\$ <i>15,825,657.17</i>	\$ <i>13,767,047.55</i>	

In re Pomare, Ltd.  
Debtor(s)Case No. 08-01448  
(if known)**SCHEDULE A-REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G-Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
		Husband--H Wife--W Joint--J Community--C	
None			None
<b>TOTAL \$</b>			0.00
(Report also on Summary of Schedules.)			

No continuation sheets attached

In re Pomare, Ltd.Case No. 08-01448

Debtor(s)

(if known)

**SCHEDULE B-PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G-Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	None	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
1. Cash on hand.		Cash on hand Location: In debtor's possession		\$ 10,000.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of Hawaii (Credit Card Funds), Account No. 00020-44005		\$ 101,000.00
		Central Pacific Bank, Accounts Payable Account		\$ 0.00
		Central Pacific Bank, EFT Account No. 4000303832		\$ 26,715.45
		Central Pacific Bank, GTE Operating Account No. 4000323892		\$ 688,967.22
		First Hawaiian Bank, Operating Account No. 01-199501		\$ 150,496.00
		U.S. Bank, Payroll Account No. 1-654-0021-7890		\$ 36,000.00
		U.S. Bank Operating Account No. 1-654-0021-7882		\$ 0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Schedule B-3		\$ 30,256.27
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			

In re Pomare, Ltd.Case No. 08-01448

Debtor(s)

(if known)

**SCHEDULE B-PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N o n e	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
7. Furs and jewelry.	X	<i>See Schedule B-9 Location: In debtor's possession</i>		\$ 0.00
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.				
10. Annuities. Itemize and name each issuer.	X			
11. Interest in an education IRA as defined in 26 U.S.C. 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. 521(c).)	X	<i>Stock Interests: Hilo Hattie Corporate Sales and Uniforms; VM, LLC; Hilo Hattie Holdings, LLC; Hilo Hattie Florida LLC</i>		Unknown
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.				
14. Interests in partnerships or joint ventures. Itemize.	X	<i>See Schedule B-16</i>		\$ 337,282.23
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts Receivable.				
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X	<i>See Schedule B-22</i>		Unknown
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			
20. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		<i>See Schedule B-22</i>		Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.	X			

In re Pomare, Ltd.

Debtor(s)

Case No. 08-01448

(if known)

**SCHEDULE B-PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N o n e	Description and Location of Property	<div>Husband--H Wife--W Joint--J Community--C</div>	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as described in 11 U.S.C. 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers and other vehicles and accessories.		See Schedule B-28. Location: In debtor's possession		\$ 25,735.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Furniture, Fixtures and Equipment. See Schedule B-28.		\$ 886,962.00
29. Machinery, fixtures, equipment and supplies used in business.		Capital Lease Equipment (See Schedule B-28.) Location: In debtor's possession		\$ 2,729,905.00
30. Inventory.		See Schedule B-30 Location: In debtor's possession		\$ 4,600,000.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Leasehold improvements and construction in progress. See Schedule B-28.		\$ 6,202,338.00

Pomare, Ltd.  
Security Deposits  
Balance as of October 1, 2008

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<u>Paid To</u>	<u>Amount</u>
Bank of Hawaii -GP Server and Mini Buses	\$ 6,946.16
San Diego Gas & Electric	5,715.11
Southern California Edison	17,595.00
Total Security Deposits	<u>\$ 30,256.27</u>

ACORD™ CERTIFICATE OF LIABILITY INSURANCE		DATE (MM/DD/YYYY) 10/08/2008
<b>PRODUCER</b> MARSH USA INC. P. O. BOX 4238 HONOLULU, HI 96812 Attn: (808) 585-3500	THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.	
018985-CA-ALL-  <b>INSURED</b> POMARE, LTD. DBA HILO HATTIE 700 N. NIMITZ HIGHWAY HONOLULU, HI 96817	INSURERS AFFORDING COVERAGE	NAIC #
	INSURER A: National Fire Insurance Co Of Hartford	20478
	INSURER B: National Union Fire Ins Co Pittsburgh PA	19445
	INSURER C: Valley Forge Insurance Co	20508
	INSURER D: Lloyd's Of London	1122000
	INSURER E: American Bankers Insurance Company Of	10111

### COVERAGES

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.						
NSR	ADD'L LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
A		<b>GENERAL LIABILITY</b>	2095852567	07/11/08	07/11/09	EACH OCCURRENCE \$ 1,000,000
		<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY				DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000
		<input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR				MED EXP (Any one person) \$ 5,000
		GENERAL AGGREGATE LIMIT APPLIES PER POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC				PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COM/OP AGG \$ 2,000,000
		<b>AUTOMOBILE LIABILITY</b>				COMBINED SINGLE LIMIT (Ea accident) \$
		<input type="checkbox"/> ANY AUTO				BODILY INJURY (Per person) \$
		<input type="checkbox"/> ALL OWNED AUTOS				BODILY INJURY (Per accident) \$
		<input type="checkbox"/> SCHEDULED AUTOS				PROPERTY DAMAGE (Per accident) \$
		<input type="checkbox"/> HIRED AUTOS				
		<input type="checkbox"/> NON-OWNED AUTOS				
		<b>GARAGE LIABILITY</b>				AUTO ONLY - EA ACCIDENT \$
		<input type="checkbox"/> ANY AUTO				OTHER THAN EA ACC \$
						AUTO ONLY AGG \$
B		<b>EXCESS/UMBRELLA LIABILITY</b>	BE2858877	07/11/08	07/11/09	EACH OCCURRENCE \$ 30,000,000
		<input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE				AGGREGATE \$ 30,000,000
		<input type="checkbox"/> DEDUCTIBLE				\$
		<input checked="" type="checkbox"/> RETENTION \$ 10,000.00				\$
C		<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b>	2095852603	07/11/08	07/11/09	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER \$
		ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED?				E.L. EACH ACCIDENT \$ 1,000,000
		If yes, describe under SPECIAL PROVISIONS below				E.L. DISEASE - EA EMPLOYEE \$ 1,000,000
		OTHER				E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A		<b>PROPERTY</b>	2095852567	07/11/08	07/11/09	SEE ATTACHED
D		<b>DIFFERENCE IN CONDITIONS</b>	047500013828L00	07/11/08	07/11/09	SEE ATTACHED
E		<b>FLOOD</b>	1011133438	10/01/08	10/01/09	SEE ATTACHED
DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/EXCLUSIONS ADDED BY ENDORSEMENT/SPECIAL PROVISIONS  - PROOF OF INSURANCE -						

**CERTIFICATE HOLDER**

SEA-001252613-03

**CANCELLATION**

POMARE, LTD. 700 N. NIMITZ HIGHWAY HONOLULU, HI 96817	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.  AUTHORIZED REPRESENTATIVE of Marsh USA Inc. <i>Rocco Sansone</i> Rocco Sansone
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ACORD 25 (2001/08)

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MARSH

MARSH MERCER KROLL  
GUY CARPENTER OLIVER WYMAN

## Pomare, Ltd.

Schedule of Insurance  
July 11, 2008 to 2009

Coverage	Insurance Company	Policy Number	Effective Date	Expiration Date	Estimated Premium
<b>Hawaii</b>					
Package -- General Liability, Property, Inland Marine, Boiler & Machinery	First Indemnity Insurance	CPP7036385	7/11/2008	7/11/2009	\$176,398.00
Automobile	First Fire & Casualty	CBA6362152	7/11/2008	7/11/2009	\$56,390.00
Workers Compensation	First Security Insurance	FWC7222109	7/11/2008	7/11/2009	\$105,908.00
<b>California</b>					
Package -- General Liability, Property, Inland Marine, Boiler & Machinery	National Fire of Hartford	2095852567	7/11/2008	7/11/2009	\$21,795.00
Workers Compensation	Valley Forge	WC2095852603	7/11/2008	7/11/2009	\$23,546.00
D.I.C. -- Earthquake and Flood	Lloyd's of London	047500013828L00	7/11/2008	7/11/2009	\$10,500.00
Flood	American Bankers	1011133438	10/01/2007	10/01/2008	\$1,700.00
Excess Flood	Lloyd's of London	AEF01033C	10/01/2007	10/01/2008	\$1,553.00
<b>All</b>					
Foreign Package	Insurance Company of the State of PA	WR10008002	7/11/2008	7/11/2009	\$2,500.00
Umbrella Excess Liability	National Union Fire Ins. Co. of PA	BE2858877	7/11/2008	7/11/2009	\$45,594.00
Finpro -- Directors & Officers, Employment Practices, Fiduciary and Crime	Federal	82104521	7/11/2008	7/11/2009	\$22,385.00

**POMARE, LTD.**  
**ACCOUNTS RECEIVABLE SUMMARY**  
**ESTIMATED AS OF OCTOBER 1, 2008**

	<b>TOTAL</b>	<b>CURRENT</b>	<b>30 DAYS</b>	<b>60 DAYS</b>	<b>90 DAYS +</b>
Apparel Receivables	\$ 107,221.58	\$ 26,009.23	\$ 915.53	\$ 5,071.30	\$ 75,225.52
Merchandising A/R	5,234.32	218.74	7.00	0.00	5,008.58
Other A/R	249,067.08	59,128.89	143,356.47	173.79	46,407.93
Total A/R	361,522.98	85,356.86	144,279.00	5,245.09	126,642.03
Less Allowance for Doubtful Accts.	(24,240.75)	0.00	0.00	0.00	(24,240.75)
<b>ESTIMATED RECEIVABLES</b>	<b>\$ 337,282.23</b>	<b>\$ 85,356.86</b>	<b>\$ 144,279.00</b>	<b>\$ 5,245.09</b>	<b>\$ 102,401.28</b>

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**Schedule B-16**

**Pomare, Ltd.**  
**Trade Marks / Trade Names**  
**State of Hawaii**  
**May 6, 2008**

No.	Trade Mark / Trade Name	Type of Registration	Purpose/Goods/Services	Classification of Goods	Registration No.	Registration Date	Expiration Date
	<b>808 SURF</b>	<i>Trade Name</i>	Apparel and accessories (wholesale & retail)		4028150	November 19, 2004	11/18/09
	<b>HILO HATTIE</b>	Trademark	Fragrances, bath soaps in liquid, solid or gel form, face and body lotions and creams, facial cleansers, lip balm, perfumed powders.	3	4047414	October 2, 2006	10/01/11
	<b>HILO HATTIE</b>	Trademark	Jewelry	14	4047415	October 2, 2006	10/01/11
	<b>HILO HATTIE</b>	Trademark	Beach bags, cases, purses, souvenir bags, tote bags, make up bags sold empty, evening handbags.	18	4047416	October 2, 2006	10/01/11
	<b>HILO HATTIE</b>	Trademark	Beach towels, pillow shams, pillow cases, quilts, bed linen, bath towels, hand towels, face towels.	24	4047421	October 2, 2006	10/01/11
	<b>POMARE</b>	Trademark	Belts, blouses, dresses, hats, jackets, lounge wear, neckties, pants, sandals, sarongs, shirts, shoes, shorts, silk scarves, skirts, t-shirts, tank tops.	25	4047417	October 2, 2006	10/01/11
	<b>ALOHA DAYS</b>	Trademark	Beach bags, cases, purses, souvenir bags, tote bags, Scarves, swim trunks, swimsuits, t-shirts, aloha wear for men, women and children; namely beach coverups, aloha shirts, muu muus, dresses, sarongs, skirts, hats, sandals.	18	4046530	August 23, 2006	08/22/11
	<b>ALOHA DAYS</b>	Trademark	Manufacturing, retail sales and wholesale of upscale clothing lines and accessories for men and women.	25	4046529	August 23, 2006	08/22/11
	<b>BLACK POINT BY HILO HATTIE</b>	<i>Trade Name</i>	Clothing and accessories.		4026825	October 6, 2004	10/05/09
	<b>COCONUT MOON</b>	Trademark	Fragrances, bath soaps in liquid, solid or gel form, face and body lotions and creams, facial cleansers, lip balm, perfumed powders.	25	217149	July 22, 1997	07/21/08
	<b>COCONUT MOON</b>	Trademark	Jewelry	3	4046528	August 23, 2006	08/22/11
	<b>COCONUT MOON</b>	Trademark	Clothing	14	4046525	August 23, 2006	08/22/11
	<b>COOL BIZ</b>	Trademark	Manufacture, wholesale and retail sales of wearing apparel, footwear, hats, bags, accessories, perfume, jewelry, post cards, greeting cards, photo albums, fabrics curios.	25	4041520	March 6, 2006	03/05/11
	<b>HILO HATTIE</b> (Trade name received corrected certificate from BREG)	<i>Trade Name</i>			242445	October 20, 1980	10/19/2020

**Pomare, Ltd.**  
**Trade Marks / Trade Names**  
**State of Hawaii**  
**May 6, 2008**

No.	Trade Mark / Trade Name	Type of Registration	Purpose/Goods/Services	Classification of Goods	Registration No.	Registration Date	Expiration Date
	<b>HILO HATTIE</b>	Trademark	Wearing apparel, footwear, hats.	25	239789	October 20, 1980	10/19/10
	<b>HILO HATTIE ISLAND COLLECTIONS</b>	Trade Name	Clothing, wholesale & retail. Manufacturing, retail sales and wholesale of upscale clothing line and accessories for men and women.		4016433	October 2, 2003	10/01/08
	<b>HULA DOLL</b>	Trade Name	Mail order, on-line and retail store services specializing in the field of wedding and party clothing and accessories, gifts of processed and natural foods, jewelry and musical recordings.		4033683	June 9, 2005	06/08/10
	<b>ISLAND VOWS</b>	Service Mark	Wedding consultation services.	35	4046537	August 23, 2006	8/22/2011
	<b>ISLAND VOWS</b>	Service Mark	Staple foods; specialty and snack foods; namely, mixtures of popcorn, candy and nuts and sales.	45	4046540	August 23, 2006	8/22/2011
	<b>ISLAND VOWS</b>	Trademark	Clothing, footwear, headgear	30	4043293	April 27, 2006	04/26/11
	<b>ISLAND VOWS</b>	Trademark	Fragrances, bath soaps in liquid, solid or gel form, face and body lotions and creams, facial cleansers, lip balm, perfumed powders.	25	4041936	March 22, 2006	03/21/11
	<b>ISLAND VOWS</b>	Trademark	Perfumed candles.	3	4046531	August 23, 2006	08/22/11
	<b>ISLAND VOWS</b>	Trademark	Wedding albums, bags of paper or plastics for packaging, calendars, stationery, paper party favors, pencils, pens, paper napkins, paper placemats.	4	4046532	August 23, 2006	08/22/11
	<b>ISLAND VOWS</b>	Trademark		16	4046534	August 23, 2006	08/22/11
	<b>ISLAND VOWS</b>	Trademark	Beach bags, cases, purses, souvenir bags, tote bags, evening handbags, cosmetic bags sold empty.				
	<b>ISLAND VOWS</b>	Trademark	Cold cast resin figurines, figurines of stone, china, glass or porcelain, picture frames (not of precious metals and not digital photo frames), plastic sculptures.	18	4046535	August 23, 2006	08/22/11
	<b>ISLAND VOWS</b>	Trademark	Ceramic sculptures, vases, vessels, bowls, plates and pots, mugs, plastic place mats, soap dishes.	20	4047121	August 22, 2006	8/21/2011
	<b>ISLAND VOWS</b>	Trademark	Beach balls, molded toy figures, soft sculpture dolls, soft sculpture toys, party favors in the nature of small toys.	21	4047127	August 22, 2006	8/21/2011
	<b>ISLAND VOWS</b>	Trademark		28	4046536	August 23, 2006	8/22/2011

**Pomare, Ltd.**  
**Trade Marks / Trade Names**  
**State of Hawaii**  
**May 6, 2008**

No.	Trade Mark / Trade Name	Type of Registration	Purpose/Goods/Services	Classification of Goods	Registration No.	Registration Date	Expiration Date
	ISLANDS HAWAIIAN COFFEE	Trademark	Staple foods; food items such as coffee beans, candy, cookies, drinks and any other related food products.	30	228266	October 5, 1998	10/26/09
	ISLANDS KONA COFFEE	Trademark	Staple foods; food items such as coffee beans, candy, cookies, drinks and any other related food products.	30	228267	October 27, 1998	10/04/09
	KONA HAWAII COFFEE CO.	Trademark	Staple foods; food items such as coffee beans, candy, cookies, drinks and any other related food products.	30	224895	May 21, 1998	05/20/09
	LEI Z'S	Trademark	Clothing, footwear, caps and hats.	25	4043273	April 27, 2006	04/26/11
	LEI Z'S	Trademark	Staple foods; specialty and snack foods; namely, mixtures of popcorn, candy, nuts and salsa.	30	4043294	April 27, 2006	04/26/11
	LEI Z'S	Trademark	Fragrances, bath soaps in liquid, solid or gel form, face and body lotions and creams, facial cleansers, lip balm, perfumed powders	3	4046511	August 22, 2006	08/21/11
	LEI Z'S	Trademark	Accessory bags, beach bags, carry-all bags, cases, leather key chains, lunch bags, purses, souvenir bags	18	4046510	August 22, 2006	08/21/11
	LEI Z'S	Trademark	Beach towels, pillow shams, pillow cases, quilts, bed linen, bath towels, hand towels, face towels.	24	4046509	August 22, 2006	08/21/11
	PALM BAY	Trademark	Clothing and accessories.		224897	April 3, 1998	04/02/09
	ROYAL PALM & DESIGN (palm frond used as letter O in word Royal)	Trademark	Men's and women's clothing.		226839	July 3, 1979	07/02/09
	SEA WIND HAWAII	Trademark	Clothing		236580	June 21, 1989	06/20/10
	SPORTSWEAR INSPIRED BY A	Trademark	Shirts, pants, swimwear, neckties, T-shirts, hat bands, hats, shorts.	25	4054590	June 13, 2007	06/12/12
	LEGEND	Trademark	Novelty items, memorabilia, and collectibles.	28	244887	February 17, 2000	02/16/11
	STORE OF THE ISLANDS	Trademark	Games and play things; gymnastic and sporting articles not included in other classes; decorations for Christmas trees.				
	BEST FRIENDS by HILO HATTIE	Trademark		28	4060818	February 19, 2008	2/18/2013

Pomare, Ltd.  
Trade Marks  
United States  
May 6, 2008

Trademark	Classification of Goods	Purpose / Goods / Services	Serial No.	Application Date	Registration No.	Registration Date	Sect. 15, Sect 8-6 YR	Section 8 (10 Yr)	Renewal Date	Expiration next deadline
® HULO HATTIE	25	Shirts, pants, dresses, shorts, muu muus and t-shirts.	73787272	3/15/1989	1562337	10/24/1989	3/20/1995		10/24/2009	
® HULO HATTIE	42	Retail gift shop and mail order services in the fields of resortwear and gifts.	74473032	12/27/1993	1868767	12/20/1994	6/15/2000	10/13/2004	12/20/2014	12/20/2014
® HULO HATTIE	30	Specialty and snack foods, namely, mixtures of popcorn, candy and nuts, and salsa.	74473033	12/27/1993	1869828	12/27/1994	6/15/2000	10/13/2004	12/27/2014	12/27/2014
® HULA DOLL Revamped line Feb 2008	25	Apparel for women, namely, blouses, skirts, dresses, knit tops, pants, sweaters.	78643514	6/3/2005	3175444					11/21/2011
® THE HAWAIIAN ORIGINAL	35	Mail order and retail store services, specializing in the field of clothing and accessories, processed and natural foods, jewelry and musical recordings.	75548430	9/4/1998	2294382	11/23/1999	filed			11/23/2009
® THE STORE OF HAWAII	35	Mail order and retail store services, specializing in the field of clothing and accessories, processed and natural foods, jewelry and musical recordings.	75548431	9/4/1998	2294383	11/23/1999	filed			11/23/2009
tm HULO HATTIE	3	Bath soaps in liquid, solid or gel form; Bath salts; Face and body lotions; Cologne.	77207860	6/16/2007	3381287	2/12/2008				2/12/2018

**Pomare, Ltd.  
Trade Marks  
Mexico  
May 6, 2008**

<b>Trademark</b>	<b>Intl Class</b>	<b>Goods</b>	<b>Registration No.</b>	<b>Application Date</b>	<b>Expiration Date</b>
HILO HATTIE	6	Key chains made of metal.	648539	1/19/2000	1/19/2010
HILO HATTIE	14	Jewelry	643464	1/19/2000	1/19/2010
HILO HATTIE	16	bags for merchandise packaging, paper bags, plastic bags, postcards, pens, pencils.	648540	1/19/2000	1/19/2010
HILO HATTIE	18	Luggage, namely, tote bags, duffle bags, brief cases, purses and portfolios.	643466	1/19/2000	1/19/2010
HILO HATTIE	20	Key chains of non-metal material.	676635	1/19/2000	1/19/2010
HILO HATTIE	26	Hair ornaments and pins.	645826	1/31/2000	1/31/2010
HILO HATTIE	25	Clothing, footwear, caps and hats.	643465	1/19/2000	1/19/2010

Pomare, Ltd.  
Trade Marks  
Japan  
May 6, 2008

Trademark	Registrant/Applicant	Intl Class	Purpose / Goods / Services	Application No.	Application Date	Registration No.	Registration Date	Publication Date	Expiration Date
			Coffee and/or cocoa, coffee beans, tea, condiments, spices, food flavoring (not including essential oils), rice, husked oats, husked barley, flour (for food), gluten for food use, cereal preparations, gyoza, sandwiches, shumai, sushi, takoyaki, nikumanju, (manapua/char sui bao), hamburgers, pizza, bentos, hot dogs, meat pies, ravioli, confectionary bread and buns, instant confectionary mixes, ice cream mixes, sherbet mixes, almond paste, powdered yeast, koji (fermented malted rice used for making sake), yeast, baking powder, ice, binding agents for ice cream, meat tenderizers for household use, sake lees for food, preparations for stiffening whipped cream.	H10-68853	8/13/1988	4316717	9/17/1999	11/18/1999	9/17/2009
HIL O HATTIE/ヒロ ハッテ	Pomare, Ltd.	30	Sports wear, blouses, shorts, dresses, muumuus, shirts, T-shirts, leis, hats, other apparel, garters, stocking suspenders, suspenders, waistbands, belts, slippers, other footwear, special fancy dress, special sporting wear, special sporting footwear, all made in the U.S.A.	H10-33403	4/20/1998	4371784	3/31/2000	5/9/2000	3/31/2010
HIL O HATTIE/ヒロ ハッテ	Pomare, Ltd.	25	Apparel, garters, suspenders, braces, bands belts, footwear costumes, specialized sports belts, footwear costumes, specialized sports 25 apparel, specialized sports shoes.	2006-1841	1/13/2006	4998988	12/27/2006	2/9/2006	10/27/2006



Hilo Hatie Corporate Sales and Uniforms, Inc.  
fka Pomare International Corporation

Trade Names, Trade Marks and Service Marks  
State of Hawaii  
May 6, 2008

No.	Trade Mark / Trade Name	Type of Registration	Purpose/Goods/Services	Registration No.	Registration Date	Expiration Date
	TRENDS MILANO	Trade Name	Retail sales of men's, women's and children's apparel, accessories, gift and souvenirs items including, but not limited, to cosmetics, fragrance and jewelry	224458	3/19/1998	3/18/2009

Pomare, Ltd.  
Estimated Net Fixed Assets and Construction in Progress  
As of October 1, 2008

<u>Property &amp; Equipment</u>	<u>Cost</u>	<u>Accum Deprn</u>	<u>Est Net Book Value @ 10/1/08</u>
Leasehold Improvements	\$ 12,740,344	\$ (8,843,764)	\$ 3,896,580
Leasehold Acquisitions	8,169	(7,261)	908
Furniture, Fixtures & Equipment	9,947,741	(9,060,779)	886,962
Capital Lease Equipment	5,201,567	(2,471,662)	2,729,905
	<u>27,897,821</u>	<u>(20,383,466)</u>	<u>7,514,355</u>
 Vehicles	 117,379	 (91,644)	 25,735
 Total Estimated Net Fixed Assets as of October 1, 2008	 <u>\$ 28,015,200</u>	 <u>\$ (20,475,110)</u>	 <u>\$ 7,540,090</u>

<u>Construction in Progress</u>	<u>Est Balance @ 10/1/08</u>
Royal Hawaiian Center	\$ 2,305,758
Others	13,086
 Total Estimated Construction in Progress as of October 1, 2008	 <u>\$ 2,318,844</u>

**Stock Ledger Report - Estimated  
End of Day 10/1/2008**

	<b>Cost</b>	<b>Retail</b>	<b>%</b>
<b>Beginning Inventory</b>	\$4,106,140.75	\$10,909,103.34	62.36
Adjusted Purchases	1,965,944.29	5,171,586.17	61.99
Distributions Inbound	905,864.48	2,318,300.29	60.93
Distributions Outbound	(905,864.45)	(2,318,300.29)	60.93
Return to Vendor	(8,659.63)	(29,076.79)	70.22
Transfers Inbound	812,254.25	2,209,167.73	63.23
Transfers Outbound	(812,254.25)	(2,209,167.73)	63.23
<b>Net Receipts</b>	1,957,284.69	5,142,509.38	61.94
Freight *	90,000.00		* Estimated Sept
Landed Cost			
Transferred Merch Reclassification			
Miscellaneous *	(46,059.90)	\$0.00	
Permanent Markups		\$38,146.50	
Permanent Markup adjustment			
<b>Goods Available for Sale</b>	\$6,107,365.54	16,089,759.22	62.04
Sales		3,830,481.47	
Returns		(119,716.20)	
<b>Net Sales</b>		3,710,765.27	
Permanent Markdowns		435,451.29	
Permanent Markdown Adjustment		-	
Mark Out of Stock		-	
Promotional Markdowns		-	
Employee/Other Discounts		150,174.35	
<b>Net Price Reductions</b>		585,625.64	
Shrink Reserve Allocation		40,994.50	
Shrink Reserve Adjustment		-	
<b>Net Shrink Adjustments</b>		40,994.50	
<b>Inventory Adjustments</b>		(8,910.44)	
<b>Ending Inventory</b>	\$4,460,976.81	11,752,373.81	62.04
Cost of Goods Sold	\$1,646,388.73		44.37%
COG Adjustments *	\$46,059.90		1.24%
<b>Net Cost of Goods Sold</b>	\$1,692,448.63		45.61%
<b>Gross Margin</b>		\$2,018,316.64	54.39%
Estimated Ending Inventory 10/4/08	\$4,460,976.81	\$11,752,373.81	
Sales 10/2/2008 - 10/4/2008	140,858.33	317,478.00	
<b>Estimated Inventory EOD 10/1/2008</b>	\$ 4,601,835.14	\$ 12,069,851.81	61.87%
DBI	(22,059.87)	(48,093.37)	
Iolani	(54,678.95)	(116,577.47)	
Tori Richards	(245,624.27)	(766,997.14)	
<b>Secured Consignment Vendors</b>	(322,363.09)	(931,667.98)	
<b>Estimated Inventory with out consignment</b>	\$ 4,279,472.05	\$ 11,138,183.83	

In re Pomare, Ltd.

Debtor(s)

Case No. 08-01448

(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

Creditor's Name and Mailing Address Including ZIP Code and Account Number (See Instructions Above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No: Creditor # : 1 Bank of Hawaii P.O. Box 30090 Dept. 248 Honolulu HI 96820		Equipment Lease  Value: \$ 0.00				\$ 269,323.00	\$ 269,323.00
Account No: Creditor # : 2 Central Pacific Bank 220 S. King Street Honolulu HI 96813		Equipment Lease  Value: \$ 0.00				\$ 744,608.00	\$ 744,608.00
Account No: Creditor # : 3 DBI-Hawaii, Inc. P.O. Box 25033 Honolulu HI 96825		Purchase Money Security Int  Value: \$ 0.00				\$ 22,060.00	\$ 22,060.00
1 continuation sheets attached						<b>Subtotal \$</b> (Total of this page) <b>Total \$</b> (Use only on last page)	<b>\$ 1,035,991.00</b> <b>\$ 1,035,991.00</b>

In re Pomare, Ltd.

Debtor(s)

Case No. 08-01448

(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

(Continuation Sheet)

Creditor's Name and Mailing Address Including ZIP Code and Account Number (See Instructions Above.)	Co-Debtor	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien  H--Husband W--Wife J--Joint C--Community	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No:  Creditor # : 4 De Lage Landen Financing Servi		Copier Leases  Value: \$ 0.00				\$ 2,159.00	\$ 2,159.00
Account No:  Creditor # : 5 First Hawaiian Leasing P.O. Box 1240 Honolulu HI 96807		Equipment Lease  Value: \$ 0.00				\$ 1,273,956.00	\$ 1,273,956.00
Account No:  Creditor # : 6 Iolani Sportswear (Non Consign) 1234 Kona Street Honolulu HI 96814		Purchase Money Security Int  Value: \$ 0.00				\$ 54,679.00	\$ 54,679.00
Account No:  Creditor # : 7 Maui Divers of Hawaii, Ltd. 1520 Liona Street Honolulu HI 96814		Concession Agreement  Value: \$ 0.00				\$ 1,250,500.00	\$ 1,250,500.00
Account No:  Creditor # : 8 Tori Richard Ltd. 1334 Moonui Street Honolulu HI 96817		Purchase Money Security Int  Value: \$ 0.00				\$ 245,624.00	\$ 245,624.00
Account No:  Creditor # : 9 Toshiba Financial Services P.O. Box 31001-0271 Pasadena CA 91110		Equipment Leases  Value: \$ 0.00				\$ 92,965.00	\$ 92,965.00
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						<b>Subtotal \$</b> (Total of this page) <b>Total \$</b> (Use only on last page)	<b>\$ 2,919,883.00</b>  <b>\$ 3,955,874.00</b>